



GRP LIMITED

(Company Registration Number: 197701449C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **GRP Limited** (the "Company") will be held at Albizia Room, Level 2, Jurong Country Club, 9 Science Centre Road, Singapore 609078 on 4 July 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolutions as set out below:-

ORDINARY RESOLUTIONS

RESOLUTION 1

PROPOSED ADOPTION OF GRP PERFORMANCE SHARE PLAN

That:-

- (a) a share plan to be known as GRP Performance Share Plan (the "Share Plan"), the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company (the "Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular to Shareholders dated 12 June 2014 (the "Circular"), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:-
 - (i) to establish and administer the Share Plan;
 - (ii) to modify and/or alter the Share Plan from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Share Plan; and
 - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the Share Plan; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Share Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total issued share capital of the Company from time to time.

RESOLUTION 2

PROPOSED PARTICIPATION OF KWAN CHEE SENG IN THE SHARE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Kwan Chee Seng, who is a Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, in the Share Plan be and is hereby approved.

RESOLUTION 3

PROPOSED PARTICIPATION OF KELVIN KWAN CHEE HONG IN THE SHARE PLAN

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Kelvin Kwan Chee Hong, who is an Associate of Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, in the Share Plan be and is hereby approved.

RESOLUTION 4

PROPOSED APPOINTMENT OF TEO TONG HOW AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

That Mr Teo Tong How, having consented to act as director, be and is hereby appointed as an independent non-executive Director of the Company pursuant to Section 153 of the Companies Act, Chapter 50 with immediate effect.

By Order of the Board

Kwan Chee Seng
Executive Director

12 June 2014

Notes:-

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("EGM") may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 11 Tanjong Penjuru Crescent Singapore 608974 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.